

BK 0921 PG 0530

STATE MS.-DESOTO CO.
FILED

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PREPARED BY, RECORDING REQUESTED
BY AND WHEN RECORDED MAIL TO:

JUL 21 2 22 PM '97

Martha Traudt Collins, Esq.
Holme Roberts & Owen LLP
1700 Lincoln, Suite 4100
Denver, Colorado 80203

BK 921 PG 530
W.E. DAVIS CH. CLK.

**FULL RELEASE OF COMBINATION FEE AND LEASEHOLD DEED OF TRUST,
MORTGAGE, SECURITY AGREEMENT, FINANCING STATEMENT AND
FIXTURE FILING, AND TERMINATION OF FINANCING STATEMENT**

THIS FULL RELEASE OF COMBINATION FEE AND LEASEHOLD DEED OF TRUST, MORTGAGE, SECURITY AGREEMENT, FINANCING STATEMENT AND FIXTURE FILING, AND TERMINATION OF FINANCING STATEMENT (this "Release") is from Norwest Bank Minnesota, National Association, a national banking association, (Norwest Minnesota") whose address is Norwest Center, Sixth Street and Marquette Avenue, Minneapolis (Hennepin County), Minnesota 55479-0058, and Norwest Bank Colorado, National Association, a national banking association, ("Norwest Colorado" and, together with Norwest Minnesota, the "Mortgagee") whose address is 1740 Broadway, Denver (Denver County), Colorado 80274-8673.

RECITALS

A. By Combination Fee and Leasehold Deed of Trust, Mortgage, Security Agreement, Financing Statement and Fixture Filing dated as of July 7, 1995 (the "Mortgage"), Qwest Transmission Inc., a Delaware corporation, irrevocably mortgaged, warranted, granted, bargained, sold, assigned, transferred and conveyed a lien on and security interest in certain property described and defined therein as the "Mortgaged Property" to Chicago Title Insurance Company, a Missouri corporation, whose address is First American Center, Suite 105, 315 Deaderick Street, Nashville, Tennessee 37238 (the "Trustee") for the benefit of Mortgagee, to secure the obligations described therein.

B. The Mortgage was filed and recorded as set forth in Schedule I attached hereto and made a part hereof. A financing statement, executed in conjunction with the Mortgage was filed as set forth in Schedule II (the "Financing Statement").

C. The obligations secured by the Mortgage have been paid in full, and the Mortgagee desires to release in full the Mortgage and terminate the Financing Statement and the Mortgagee's interest in the Mortgaged Property. After giving effect to this Release, the Mortgage shall have no further effect with respect to the Mortgaged Property.

NOW THEREFORE, in consideration of \$10 and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagee hereby releases and discharges the Mortgage and terminates the Financing Statement and hereby releases and discharges the Mortgaged Property from the lien and security interest created by the Mortgage, and hereby remises, releases and forever quitclaims, without any warranty, to the person or persons entitled thereto, all of the right, title and interest which the Mortgagee may have under the Mortgage and the Financing Statement in the Mortgaged Property.

This Release may be executed in several original counterparts. Each counterpart shall be deemed to be an original for all purposes, and all counterparts shall together constitute but one and the same instrument.

To facilitate recording or filing of this Release, there may be attached to each county counterpart only those parts of Schedules I and II that relate to that particular county.

EXECUTED this 30th day of April, 1997.

NORWEST BANK MINNESOTA, NATIONAL
ASSOCIATION, a national banking association

By: Karen Dorn
Name: Karen Dorn
Title: VP

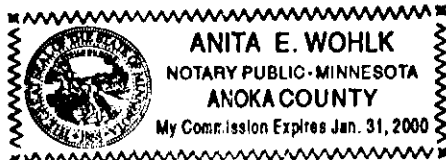
NORWEST BANK COLORADO, NATIONAL
ASSOCIATION, a national banking association

By: Karen J. Hardy
Name: Karen J. Hardy
Title: VP

ACKNOWLEDGMENT

STATE OF Minnesota)
) ss.
 COUNTY OF Anoka)

Personally appeared before me, the undersigned authority in and for the said County and State, on this 30th day of April, 1997, within my jurisdiction, the within named Karen Dorn, who acknowledged that he (she) is the Vice President of NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION, a national banking association, and that for and on behalf of said national banking association and as its act and deed he (she) executed the above and foregoing instrument, after first having been duly authorized by said national baking association so to do.



Anita E. Wohlk
 Anita E. Wohlk
 Notary Public

My Commission expires: January 31, 2000

[NOTARIAL SEAL]

STATE OF Colorado)
) ss.
 COUNTY OF Denver)

Personally appeared before me, the undersigned authority in and for the said County and State, on this 30th day of April, 1997, within my jurisdiction, the within named Karen L. Hardy, who acknowledged that he (she) is the Vice President of NORWEST BANK COLORADO, NATIONAL ASSOCIATION, a national banking association, and that for and on behalf of said national banking association and as its act and deed he (she) executed the above and foregoing instrument, after first having been duly authorized by said national baking association so to do.

Dawn J. Constable
 Dawn J. Constable
 Notary Public

My Commission expires: April 3, 1999

[NOTARIAL SEAL]

SCHEDULE I**COMBINATION FEE AND LEASEHOLD DEED OF TRUST, MORTGAGE,
SECURITY AGREEMENT, FINANCING STATEMENT AND FIXTURE FILING**

<u>County/State</u>	<u>Date Filed</u>	<u>Recording Info</u>
<u>Mississippi</u>		
Alcorn Co.	7-17-95	Bk 427 Pg 469
Benton Co.	7-18-95	Doc #951182 Bk 129 Pg 408
DeSoto Co.	7-18-95	Bk 772 Pg 503
Marshall Co.	7-17-95	Bk 202 Pg 706
Tate Co.	7-18-95	Bk 418 Pg 292
Tishomingo Co.	7-18-95	Bk 1206 Pg 451
Tunica Co.	7-18-95	Bk 139 Pg 80

SCHEDULE II**FINANCING STATEMENTS**

<u>State/Filing Jurisdiction</u>	<u>Date Filed</u>	<u>File #</u>
Mississippi		
Sec. of St.	7-17-95	0907892
Alcorn Co.	7-17-95	95-0839 Bk 427 Deed Pg 463
Benton Co.	7-17-95	95-347 Doc #951181 Bk 129 Pg 402
DeSoto Co.	7-18-95	115-7-95
Marshall Co.	7-17-95	066865
Tate Co.	7-18-95	001367 Bk 48 Pg 334
Tishomingo Co.	7-18-95	38827
Tunica Co.	7-18-95	26609